

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO et
al.,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

ORDER CONCERNING FEE EXAMINER'S REPORT ON UNCONTESTED PROFESSIONAL FEE
MATTERS FOR CONSIDERATION IN CONNECTION WITH THE JUNE 8, 2023, OMNIBUS HEARING

The Court has received and reviewed the *Fee Examiner's Report on Uncontested Professional Fee Matters for Consideration in Connection with the June 8, 2023, Omnibus Hearing* (Docket Entry No. 24383 in Case No. 17-3283) (the "Report"), filed by the Fee Examiner. The Report states that the "Fee Examiner has no independent basis on which to challenge the reasonableness or necessity of the transaction fee" as requested in the *Sixteenth Interim Application of Citigroup Global Markets Inc. for Allowance of PREPA Transaction Fee* (Docket Entry No. 23202 in Case No. 17-3283) (the "Citigroup Fee Application") and "therefore, in the absence of any objection and with the endorsement of the [Oversight] Board's management, [the Fee Examiner] recommends that the Court approve it on an interim basis without adjustment." (Report at 15.) The Court has reviewed the Citigroup Fee Application and the orders relied upon in the Report for that proposition,² and it does not appear that they

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² See Memorandum Opinion Granting in Part and Denying in Part PREPA's Motion for Entry of an Order Allowing Administrative Expense Claim for Compensation for Front-

establish the reasonableness or necessity of the Citigroup fee request. (See LUMA Order ¶ 2 (providing that “*LUMA Energy* shall have an allowed administrative expense claim for any accrued and unpaid Allowable Front-End Transition Obligations incurred by PREPA under the T&D Contract” (emphasis added)); Citigroup Fee Application ¶ 4 n.3 (“For the avoidance of doubt and notwithstanding anything to the contrary contained in the Second Amended Agreement, payment of the foregoing fees shall be subject to allowance thereof by the Title III court in accordance with the requirements of PROMESA and applicable orders of the Title III Court regarding compensation and reimbursement of professionals . . .” (quoting Citigroup’s engagement letter).)

Accordingly, the Fee Examiner is hereby directed to address the basis for his conclusion that the Citigroup Fee Application is not subject to review by the Fee Examiner in connection with the omnibus hearing scheduled for **9:30 a.m. (Atlantic Standard Time) on June 8, 2023.**

SO ORDERED.

Dated: June 5, 2023

/s/ Laura Taylor Swain
LAURA TAYLOR SWAIN
United States District Judge

End Transition Services Under the Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement with LUMA Energy (Docket Entry No. 14607 in Case No. 17-3283 and Docket Entry No. 2258 in Case No. 17-4780); *Order Allowing Administrative Expense Claim for Certain Compensation for Front-End Transition Services Under the Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement with LUMA Energy* (Docket Entry No. 14609 in Case No. 17-3283 and Docket Entry No. 2259 in Case No. 17-4780) (the “LUMA Order”).